

Norwegian Cruise Line Holdings Ltd.
 Form 3
 April 03, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * Å Blondel So King Tak (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/27/2015 | 3. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------------------------|

SUITE 1501, OCEAN CENTRE,,Å 5 CANTON ROAD, TSIMSHATSUI
 (Street)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

K3Å
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| No securities beneficially owned ⁽¹⁾ ⁽²⁾ | 0 | D | Å |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blondel So King Tak SUITE 1501, OCEAN CENTRE, 5 CANTON ROAD, TSIMSHATSUI K3 | X | | | |

Signatures

| | |
|----------------------------------------------------------------|------------|
| /s/ Daniel S. Farkas, attorney-in-fact for Blondel So King Tak | 04/03/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. So is the Executive Vice President (Corporate Services) and Country Head of Hong Kong & Macau for Genting Hong Kong Limited ("Genting HK") and a director of Star NCLC Holdings Ltd. ("Star NCLC"). Genting HK is the sole stockholder of Star NCLC, which directly holds ordinary shares, par value \$0.001 (the "Ordinary Shares"), of Norwegian Cruise Line Holdings Ltd. (the "Issuer").
- Although Mr. So may be deemed a beneficial owner of the Ordinary Shares of the Issuer beneficially owned by Star NCLC and Genting HK due to his status as a director of Star NCLC and officer of Genting HK, Mr. So disclaims beneficial ownership of all of the Ordinary Shares that are or may be beneficially owned by Genting HK or any of its affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. So is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:
Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.